

This document prepared by:
SMITH, PHILLIPS, MITCHELL, SCOTT & NOWAK, LLP
P.O. Box 346
Hernando, MS 38632
662-429-5041

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DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that I, **GENE MATTHEW WHITEHEAD**, the undersigned, presently of Stuttgart, Germany, have made, constituted, and appointed and by these presents do make, constitute and appoint my brother, **JOHN WALTER WHITEHEAD**, whose address is 26301 Stateline Road, Lucedale, Mississippi, 39452, as my true and lawful attorney-in-fact, for me and in my name, place, and stead to execute and acknowledge any instruments or documents relating to the estate of my father, James Walter Whitehead, III and to transact any business of mine relating to the estate of my father, James Walter Whitehead, III as I could do in my capacity as beneficiary, heir, or individually and on such terms and in such manner as said attorney-in-fact may deem appropriate.

I also authorize my attorney-in-fact to receive, accept and acknowledge on my behalf any and all funds and other property of every nature to which I may be entitled as a beneficiary, legatee, or heir-at-law with respect to the estate of my father, James Walter Whitehead, III. He may further sign my name on checks and all accounts standing in the estate of James Walter Whitehead, III and to withdraw funds from said accounts as directed by the Court, as my attorney-in-fact, to make such payments and expenditures as may be necessary in connection with the above estate as and/or with the administration of my affairs with reference to the above estate, hereby giving and granting to my said attorney, full power and authority to do and perform all and every act whatsoever necessary to be done in the premises as fully to all intent and purposes as I might or could do if personally present with full power of substitution and revocation.

Every bank or other financial institution, insurance company, brokerage or securities firm, transfer agent, issuer, obligor, or other person, firm or corporation to which this Limited Power of Attorney is presented is authorized to receive, honor and give effect to all instruments signed pursuant to the foregoing authority without inquiring as to the circumstances of their issuance or the disposition of the property delivered pursuant thereto. All acts done by my attorney-in-fact pursuant to this power shall be binding upon me and my heirs and legal representatives.

Said power of attorney shall begin as of the 17 day of November, 2007 and continue for twelve (12) months.

Smith Phillips

IN WITNESS WHEREOF, we have hereunto set my hand and seal this the 17 day of November, 2007.

Witness:

Larissa Lau
Larissa Lau

Gene Matthew Whitehead
GENE MATTHEW WHITEHEAD

STATE OF U.S. Army

COUNTY OF Stuttgart, Germany

On this the 17 day of November, 2007, before me personally appeared GENE MATTHEW WHITEHEAD, to me known to be the person described in and who executed the foregoing Limited Power of Attorney and acknowledged that he executed the same as his free act and deed.

SWORN TO AND SUBSCRIBED before me this the 17 day of November, 2007.

Shane J. Matsumoto
NOTARY PUBLIC

(SEAL)

My Commission Expires: INDEFINITE PER
10 USC 1044 (A)

